

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

THE HUNTINGTON NATIONAL BANK,	:	Case No.: 2:12 CV 937
Plaintiff	:	
	:	
vs.	:	Judge Watson
	:	
TAYLOR BUILDING PRODUCTS, INC.,	:	
Defendant	:	

**SECOND INTERIM APPLICATION FOR ALLOWANCE OF COMPENSATION FOR
THE RECEIVER AND ATTORNEYS TO THE RECEIVER FOR THE PERIOD OF
DECEMBER 1, 2012 THROUGH JANUARY 31, 2013**

Now comes Bill Frazier of Raintree Capital Partners, LLC, the Court-appointed Receiver for certain assets of Taylor Building Products, Inc. (herein “Receiver”), by and through counsel, hereby applies for approval of compensation earned and for reimbursement of expenses to the Receiver and attorneys for the Receiver for the period of December 1, 2012 through January 31, 2013.

I. GENERAL INFORMATION

A. This case was initiated through the filing of a Complaint for the Appointment of a Receiver filed on October 11, 2012. At the request of Plaintiff, The Huntington National Bank (“HNB”), the Court appointed the Receiver pursuant to an Order entered on October 15, 2012 (herein “the Order”) (Doc. 8).

B. Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA (the “Firm”) is the Court-appointed attorney for the Receiver, appointed on the same day as the Receiver, within the Order.

C. Pursuant to this Court's Order filed November 6, 2012 (Doc. 11), Jaffe Raitt Heuer & Weiss, P.C. (herein "Jaffe Firm"), and collectively with Receiver and Firm as "Applicants") was engaged as Michigan counsel to the Receiver.

D. Since the previous application, the Applicants have expended time and resources during the course of this complex and substantial receivership case to further the interests of the receivership estate and the creditors of Taylor Building Products, Inc. (herein "Taylor"). Applicants submit this application for compensation of such services and reimbursement of expenses.

E. All services rendered for which Applicants request compensation were performed or incurred for or on behalf of the receivership estate. The services described in this application were actual, necessary services and the compensation requested for those services is reasonable.

F. Pursuant to the rules of Court, a copy of this Fee Application is being served upon all parties that have appeared in this case.

II. INFORMATION REGARDING PROPOSED COMPENSATION

A. Receiver's Fees and Expenses:

Application period: December 1, 2012, through January 31, 2013

Requested Fees:	\$	37,340.08
<u>Expenses:</u>	\$	<u>1,433.46</u>
Total	\$	38,773.54

Attached as Exhibit "A" hereto is time and billing detail of the Receiver, showing 83 hours worked at \$350.00 per hour. Exhibit "B" summarizes the accounts receivable collection work performed by Wetterston Management and Consulting (herein "Wettersten"), as agent of the Receiver. As noted herein, during this second billing period, \$41,450.38 were collected. The Receiver seeks approval to pay \$8,290.08 (20% of the collected amount) to Wettersten,

consistent with the agreement between them and as set forth in the Receiver's initial fee application. The proposed compensation to Wettersten is included within the "requested fees" set forth above. Exhibit "C" is an itemization of all costs, advances, and expenses of the Receiver during this period. The mileage reimbursement rate is based on current IRS guidelines.

B. Firm's Fees and Expenses:

Application period: December 1, 2012, through January 31, 2013

Requested Fees:	\$	18,235.00
<u>Expenses:</u>	<u>\$</u>	<u>2,291.07</u>
Total	\$	20,526.07

Attached as Exhibit "D" are billing statements for the Firm setting forth: (a) the dates on which the work was performed; (b) a description of the work performed; and (c) the name of each individual performing the work. Attorney time has been billed at the following hourly rates: (a) Myron Terlecky - \$250.00 per hour ($\$250.00 \times 19.90 = \$4,975.00$); (b) Aaron Firstenberger - \$200.00 per hour ($\$200.00 \times 61.20 = \$12,240.00$); (c) Nicholas Reeves - \$150.00 per hour ($\$150.00 \times 5.10 = \$1,020.00$). A total of 86.20 hours were worked at the respective rates, resulting in \$18,235.00 in total fees.

Attached hereto as Exhibit "E" is an itemization of the expenses of the Firm. Such expenses were calculated using the in-house costs of the Firm or the actual costs charged by a third-party provider of services.

C. Jaffe Firm's Fees and Expenses

Application period: December 1, 2012, through January 31, 2013

Requested Fees:	\$	3,442.00
<u>Expenses:</u>	<u>\$</u>	<u>87.59</u>
Total	\$	3,529.59

Attached as Exhibit "F" is a billing statement for the Jaffe Firm setting forth: (a) the dates on which the work was performed; (b) a description of the work performed; and (c) the name of each individual performing the work. Attorney time has been billed at the following hourly rates: (a) Scott Torpey - \$385.00 per hour ($\$385 \times 5.20 = \2002.00); (b) Demrie Graham - \$300.00 per hour ($\$300 \times 4.80 = \1440.00). A total of 10.00 hours were worked, at their respective rates, resulting in \$3,442.00 in total fees.

The billing statement also includes an itemization of the expenses of the Jaffe Firm. Such expenses were calculated using the in-house costs of the Jaffe Firm or the actual costs charged by a third-party provider of services.

E. Certification of Review, and Billing Standards:

Reviews of the fee and expense itemizations have been conducted, and any unnecessary or excessive expenses or duplicative services have been adjusted. The Applicants recorded their services contemporaneously with performance and records of such services. Applicants represent that they have submitted hours to the Court that represent only the actual time incurred in the matters described therein. If the Court believes that the description of services rendered is inadequate, it is requested that a hearing be held to permit Applicants an opportunity to detail the services rendered for any entry in question.

III. CONCLUSION

Based upon the foregoing, the Receiver and the Firm respectfully request that this Court issue an Order as follows:

A. allowing the Receiver's interim compensation as set forth above and approving payment in the amount of \$37,340.08 for fees and \$1,433.46 for expenses;

B. allowing the Firm's interim compensation and approving payment for the services rendered to or on behalf of the Receiver as set forth above in the amount of \$18,235.00 for fees and \$2,291.07 for expenses;

C. allowing the Jaffe Firm's compensation and approving payment for the services rendered to or on behalf of the Receiver as set forth above in the amount of \$3,442.00 for fees and \$87.59 for expenses;

D. authorizing the Receiver to disburse from the receivership estate to the Applicants the allowed compensation at such time that the Receiver deems appropriate; and

E. granting such other relief to which the Court determines the Applicants to be entitled.

Respectfully submitted,

/s/ Myron N. Terlecky
Myron N. Terlecky (0018628)
Aaron C. Firstenberger (0072261)
Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA
575 South Third Street
Columbus, OH 43215
Telephone (614) 228-6345
Facsimile (614) 228-6369
Attorneys for the Receiver

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the aforementioned *Second Interim Application For Allowance of Compensation To The Receiver and Attorneys For Receiver For The Period of December 1, 2012 Through January 30, 2013* been served via the Court's electronic filing system and/or ordinary United States Mail, postage prepaid, on this 22nd day of February, 2013 upon:

Bill Frazier
Raintree Capital Partners
17892 Clifton Park Lane
Cleveland, OH 44107
As Receiver

Maggie M. Abbulone, Esquire
Robert T. Castor, Esquire
Justin W. Ristau, Esquire
Bricker & Eckler
100 South Third Street
Columbus, OH 43215
Counsel for Plaintiff, The Huntington National Bank

Kristin S. Watson, Esquire
Cloppert, Latanick, Sauter & Washburn
225 East Broad Street
Columbus, OH 43215
Counsel for Claimants, International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and UAW Local 1637

Brian Gianangeli, Esquire
The Law Office of Charles Mifsud, LLC
326 South High Street Annex, Suite 201
Columbus, OH 43215
Counsel for the Ohio Bureau of Worker's Compensation

Ignazio Cangialosi
417 Saddle Back Trail
Franklin Lakes, NJ
07417

Taylor Building Products, Inc.
c/o Tobin Mann, statutory agent
3010 Columbus-Lancaster Road
Lancaster, OH 43130

Arthur M. Neiss
Beattie Padovano, LLC
50 Chestnut Ridge Rd., #208
P.O. Box 244
Montvale, NJ 07645

/s/ Myron N. Terlecky
Myron N. Terlecky (0018628)
Aaron C. Firstenberger (0072261)

Date	Hours	Description
3-Dec	8.0	End of year production planning with Harold and Lori (1.5 hrs.) Planning for wind up of Estate's affairs (2.0 hrs) with counsel. Communicate Communicate with prospective bidders, Weber Manufacturing, Steves and Sons, Novatech (1.5 hrs). Resolve issue involving customer Hollander Industries and supplier Weber Mfg. (1.0) Review past due account receivable, work with salesmen to place collection calls. (2.0)
4-Dec	6.0	Work with counsel to pull together Opinions of Value on the real estate Communicate with Dan Demarco, counsel for Nick Cangiolisi Continuing dialogue with Novatech re their interest in putting in a bid, need to qualify them.
5-Dec	2.0	Communicate with Wausau Supply, Paragon regarding resolution of Paragon's outstanding A/R balance. Arrange for on site visit to Paragon to inspect damaged doors.
7-Dec	2.5	Review Lori's final Steel Requirements report Prepare Borrowing Base Report and request final advances for the Estate.
10-Dec	9.0	Review Taylor's financial statements for November Interview with West Branch local newspaper regarding resolution of the Estate's affairs. (0.5) Develop estimate of gross proceeds. Review collections on Premium and Taylor. Review this week. Taylor's inventory. Develop estimate of billings for the week. Finalize estimate of gross proceeds and line balance after advances (3.5) Contact prospective pip's: Weber (here), Dunbarton, Samuel, True Tech, Therma Tru, Novatek. Review Novatek's f/s, send over due diligence materials. (3.5) Work through settlement of the Doors by Champion account with Dan Hartenstein and Wettersten. (1.5)
11-Dec	6.0	Review invoicing, review production, review borrowing base report. Plan final remittances. Finalize Proceeds to Estate analysis.
12-Dec	2.0	Conference call with PNC branch manager to close petty cash account. (1.0). Review BOV from Ruth Clemmens (1.0)
13-Dec	3.0	Review confidentiality agreement with Steves and Son. Execute agreement, review their financials. forward due diligence materials to Sam Steves. Review Bill of Sale, Deed and Assignment documents for closing with Wausau. Forward additional materials to Novatech. Discuss status of bidding, explain materials re environmental matters.
14-Dec	8.0	Final day for bidding. Prepare additional data for Steves and Co. Revise confidentiality agreement. Discuss issues with management of Steves. 7.0 hours.
17-Dec	1.5	Conference Call with Receiver Counsel. Review Borrowing Base Report. Review changes to Management Agreement. 1.5 hours.
18-Dec	6.0	Supervise physical inventory, reconcile balance to BBR, review Management Agreement, consult w/ counsel for Receiver, Purchaser 6.0 hours.
19-Dec	1.0	Review closing documents, direct accounting staff on payables matter. 1.0 hour.
20-Dec	3.0	Court Hearing in Columbus, sign documents for closing following day.
31-Jan	1.0	Taylor: review correspondence from trade creditors and Wausau. Review A/R outstanding, calculate collectible, communicate with Wausau re lockbox.
4-Feb	8.0	Review correspondence received in January. Review cash collections and remaining A/R outstanding. Begin reconciliation of cash to change in A/R, line of credit, and term loan since closing.
5-Dec	8.0	Continue work on reconciliation
6-Dec	8.0	Complete reconciliation of cash from Wausau closing to 1/31/2013.
	83.0	29050

EXHIBIT

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EXHIBIT

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B

1/23/2013			Second Billing		
First Billing- Has Been Paid					
Company	check #	Date	Payment Amt	Total Paid	Total paid
Midwest Mfg Eau Claire	351427	11/14/12	383.82		
	351427	11/14/12	3.83		
	351427	11/14/12	1018.31		
	351427	11/14/12	9246.72		
Midwest Mfg-Shelby	352047	11/20/12	1137.86		
Midwest Mfg-Plano	352586	11/26/12	16029.36		\$27,819.93
Top Quality Building Prod.	28856	17-Nov	\$2,057.56	\$7,168.47	\$9,226.03
	1130 7681787	11/2/2012	8992.77		
Moeller Door & Window		11/06/12	2114.21		\$13,323.74
Century Specialty Windows	352047	11/20/2012	\$9,823.70	\$2,816.76	\$9,823.70
Lumbermans Inc	216271	11/6/2012	\$2,907.61		\$2,907.61
ProVia Door	117268,	10/25/12	959.46		
	117386	11/6/12	729.77		
		11/13/12	1409.18		\$3,098.41
Polaris Technologies	341054	13-Nov	\$4,044.48		\$4,044.48
Troyer Door Ltd	8900	13-Nov	\$2,738.62		\$2,738.62
Francis Schulze Co	34988	6-Nov	\$1,612.50		\$1,612.50
	38933	11/2/2012	454.47		
Galaxy Mfg.	38941	11-06-2012	1218.3		\$1,672.77
Darpet Inc	11314	13-Nov	\$1,480.15		\$1,480.15
Home Guard Industries	99614	11/6/2012	\$2,086.36		\$2,086.36
Building Products Inc	391753	2-Nov	\$77.19		\$77.19
	?	10/15/12	401.88		
	?	10/26/12	434.38		
Lumbermans Shelbyville	216469	11/14/12	373.25		\$1,209.51
Central Door Distributors	13628	2-Nov	\$757.75	\$366.81	\$1,124.56
Columbus Door & Decorative	5363	27-Nov	\$685.45		\$685.45
Vapco Valley Aluminum	25941	8-Nov	\$934.56		\$934.56
Soult Wholesale Co	131416	16-Nov	\$604.89		\$604.89
Guida Inc	30478	8-Nov	\$335.09		\$335.09
Jeld Wyn	7808015	13-Nov	\$465.77		\$465.77
BF Rich Co		2-Nov	\$320.04		\$320.04
Andoor Distributors Inc	71684	13-Nov	\$163.94		\$163.94
Elton Manufacturing			\$4,000.00	\$4,000.00	\$4,000.00
Doors of Champion		1/4/2013	\$26,611.74	\$26,611.74	\$26,611.74
Wal-Vern Products		11/29/2012	\$486.60	\$486.60	\$486.60
Total Due			\$75,403.26	\$41,450.38	\$116,853.64
			\$15,080.65	\$8,290.08	



Transaction Details

Prepared for

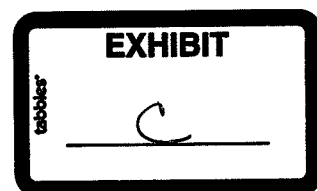
BILLY T FRAZIER

Account Number

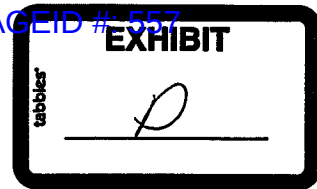
XXXX-XXXXXX-23002

Business Gold Rewards Card / November 17, 2012 to December 17, 2012

Date	Description	Cardmember	Account #	Amount
12/12/2012	DOLLAR RENT A CAR DOCLEVELAND	BILLY T FRAZIER	XXXX-XXXXXX-23002	155.46
12/11/2012	BOB EVANS REST #0175SAGINAW	BILLY T FRAZIER	XXXX-XXXXXX-23002	9.41
12/11/2012	HOLIDAY INNS FLINT HFLINT	BILLY T FRAZIER	XXXX-XXXXXX-23002	98.79
12/11/2012	LUMBERJACK REST. 000WEST BRANCH	BILLY T FRAZIER	XXXX-XXXXXX-23002	12.04
12/11/2012	MARATHON PETROLEUM CWEST BRANCH	BILLY T FRAZIER	XXXX-XXXXXX-23002	44.71
12/11/2012	OHIO TURNPIKE BERE A	BILLY T FRAZIER	XXXX-XXXXXX-23002	6.25
12/11/2012	Quality Inn W.B. 152West Branch	BILLY T FRAZIER	XXXX-XXXXXX-23002	98.78
12/10/2012	CRACKER BARREL #236 BRIDGEPORT	BILLY T FRAZIER	XXXX-XXXXXX-23002	11.42
12/10/2012	G'S PIZZERIA & DELI, WEST BRANCH	BILLY T FRAZIER	XXXX-XXXXXX-23002	9.50
12/09/2012	OHIO TURNPIKE BERE A	BILLY T FRAZIER	XXXX-XXXXXX-23002	6.25
12/09/2012	STORE 53 ACE 0098 ROCKY RIVER	BILLY T FRAZIER	XXXX-XXXXXX-23002	34.99
12/04/2012	BUDGET RENT A CAR CLEVELAND	BILLY T FRAZIER	XXXX-XXXXXX-23002	235.32
12/04/2012	HOLIDAY INNS FLINT HFLINT	BILLY T FRAZIER	XXXX-XXXXXX-23002	113.78
12/04/2012	LUMBERJACK REST. 000WEST BRANCH	BILLY T FRAZIER	XXXX-XXXXXX-23002	11.54
12/04/2012	Quality Inn W.B. 152West Branch	BILLY T FRAZIER	XXXX-XXXXXX-23002	109.58
12/04/2012	SHELL OIL 5219831002WEST BRANCH	BILLY T FRAZIER	XXXX-XXXXXX-23002	35.98
12/03/2012	CHINA INN CHINA INN WEST BRANCH	BILLY T FRAZIER	XXXX-XXXXXX-23002	40.00
12/03/2012	PONDEROSA - W BRANCHWEST BRANCH	BILLY T FRAZIER	XXXX-XXXXXX-23002	8.67
12/02/2012	OHIO TURNPIKE BERE A	BILLY T FRAZIER	XXXX-XXXXXX-23002	6.25
12/01/2012	DOLLAR RENT A CAR DOCLEVELAND	BILLY T FRAZIER	XXXX-XXXXXX-23002	384.74
				1,433.46



STRIP, HOPPERS, LEITHART, McGRATH & TERLECKY
A LEGAL PROFESSIONAL ASSOCIATION
575 SOUTH THIRD STREET
COLUMBUS, OH 43215-5759
(614) 228-6345



Taylor Building Products, Inc.
c/o Bill Frazier, Receiver
Raintree Capital Partners
17892 Clifton Park Ln.
Cleveland OH 44107

Page: 1
12/31/2012
ACCOUNT NO: 15036-000M
STATEMENT NO: 2

Attorney for Receiver

PREVIOUS BALANCE			\$29,257.50
		HOURS	
12/03/2012	TELEPHONE CONFERENCE WITH RECEIVER RE: OPERATION AND ADMINISTRATIVE ISSUES	0.25	62.50
	ATTENTION TO APPLICATION FOR COMPENSATION	0.20	50.00
	EMAIL CORRESPONDENCE FROM ATTORNEY CASTOR RE: TITLE INSURANCE ISSUES	0.10	25.00
12/05/2012	TELEPHONE CONFERENCE WITH MR. FRAZIER RE; SALE ISSUES	0.25	62.50
	CONFERENCE CALL WITH ATTORNEY LEW AND CASTOR RE: SALE ISSUES	0.25	62.50
	CORRESPONDENCE WITH MR. FRAZIER RE: CLAIMS	0.10	25.00
	CORRESPONDENCE WITH RECEIVER AND MR. CASTOR RE: CIT LEASE	0.25	62.50
12/06/2012	CORRESPONDENCE WITH MR. FRAZIER RE: RECEIVER'S REPORT	0.10	25.00
12/07/2012	ATTENTION TO FEE APPLICATION	0.25	62.50
	TELEPHONE CONFERENCE WITH MR. PATRON RE: BID PACKET	0.10	25.00
12/10/2012	REVISED CERTIFICATE OF SERVICE OF NOTICE OF AUCTION; ATTENTION TO AUCTION TIMELINE	0.50	125.00
	CORRESPONDENCE WITH RECEIVER RE: REJECTION OF LEASE FOR PREMIUM GLASS FACILITY; REVIEW OF LEASE	0.50	125.00
12/11/2012	ATTENTION TO OPINION LETTER, BILL OF SALE, AND ASSIGNMENT	0.50	125.00
12/12/2012	REVISED BILL OF SALE AND ASSUMPTION AND ASSIGNMENT AGREEMENT	0.20	50.00
12/13/2012	REVISED ATTORNEY OPINION LETTER; OFFICE CONFERENCE WITH ATTORNEY FIRSTENBERGER RE: CLOSING ISSUES	0.40	100.00
12/14/2012	REVISED CONFIDENTIALITY AGREEMENT WITH STEVES AND SON	0.30	75.00
	TELEPHONE CONFERENCE WITH AND CORRESPONDENCE TO MR. FRAZIER RE: RECEIPT OF FINANCIAL STATEMENTS FOR STEVE AND QUALIFYING BID ISSUES	0.50	125.00

ACCOUNT NO: 15036-000M
STATEMENT NO: 2

Attorney for Receiver

		HOURS	
12/17/2012	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: MANAGEMENT AGREEMENT AND CLOSING ISSUES	0.60	150.00
	REVISED OPINION LETTER AND MANAGEMENT AGREEMENT	0.50	125.00
	TELEPHONE CONFERENCE WITH ATTORNEY LEW RE: CLOSING	0.20	50.00
	DRAFTING REPORT OF AUCTION	1.00	250.00
	DRAFTING SALE ORDER	2.50	625.00
	PREPARATION FOR SALE HEARING	0.50	125.00
12/18/2012	ATTENTION TO REVISIONS TO REPORT OF RECEIVER, MANAGEMENT AGREEMENT, ORDER OF SALE AND CLOSING ISSUES; CORRESPONDENCE WITH ATTORNEY LEW RE: SAME	1.00	250.00
12/19/2012	RECEIPT AND REVIEW OF EMAIL CORRESPONDENCE RE: CLOSING ISSUES; PREPARATION FOR HEARING	2.50	625.00
	RECEIPT AND REVIEW OF UAW MOTION	0.25	62.50
12/20/2012	PREPARATION FOR HEARING; CORRESPONDENCE WITH RECEIVER RE: SALE ISSUES; COURT APPEARANCE	3.00	750.00
	Myron N. Terlecky	16.80	4,200.00
12/03/2012	REVIEWED CORRESPONDENCE FROM ATTY CASTOR RE: CLOSING; REVIEW TIMELINE OF RECEIVER; DRAFT FEE APPLICATION; DRAFT PROPOSED FEE ORDER	1.20	240.00
12/04/2012	REVIEWED ATTY CASTOR CORRESPONDENCE TO ATTY LEW RE: TITLE COMPANY AND TIMING ISSUES; RECEIPT AND BRIEF REVIEW OF B. FRAZIER CORRESPONDENCE AND HILCO APPRAISAL; CORRESPONDENCE WITH RECEIVER RE: INQUIRY ON PURCHASE	0.30	60.00
12/05/2012	CONFERENCE WITH ATTY TERLECKY RE: FILING SUPPLEMENT TO REPORT AND FEE APPLICATION	0.20	40.00
12/06/2012	ATTENTION TO SUPPLEMENT TO RECEIVER REPORT; ATTENTION TO NOTICE OF APPRAISALS; DRAFT AFFIDAVIT OF RECEIVER FOR USE WITH NOTICE OF APPRAISEMENT; DRAFTING OPINION LETTER FOR SALE	1.70	340.00
12/07/2012	REVIEWED BILLING DOCUMENTATION FROM CLIENT; REVIEW CLIENT MEMO RE: POTENTIAL SALE OR RELEASE OF PREMIUM	0.70	140.00
12/10/2012	CORRESPONDENCE WITH B. FRAZIER RE: MODIFICATION TO EXPENSES; ATTENTION TO CERTIFICATE OF SERVICE OF NOTICE AND ORDER; REVIEW OF SALE SCHEDULE; ATTENTION TO FEE APPLICATION; FOLLOW UP WITH CLIENT RE: APPRAISAL STATUS; ATTENTION TO FEE ORDER	2.00	400.00
12/12/2012	ATTENTION TO FEE APPLICATION; ATTENTION TO LEASE CANCELLATION; REVIEW OF APPRAISAL FROM MIDGE McGINNIS; DRAFT CANCELLATION OF LEASE; REVIEW ORDER APPOINTING		

ACCOUNT NO: 15036-000M
STATEMENT NO: 2

Attorney for Receiver

		HOURS	
	RECEIVER FOR SPECIFIC PROVISION ON CANCELLATION OF LEASE; RESEARCH RECEIVER'S RIGHT TO CANCEL LEASES; CONFERENCE WITH ATTY TERLECKY RE: OPINION LETTER AND MANAGEMENT AGREEMENT; TELEPHONE CONFERENCE WITH B. FRAZIER RE: DEADLINE FOR QUALIFYING BIDS, AND STRATEGY PROCEEDING FORWARD; ATTENTION TO CERTIFICATE OF SERVICE FOR ORDER AND NOTICE; ADDITIONAL WORK ON OPINION LETTER; DRAFT BILL OF SALE; ATTENTION TO MANAGEMENT AGREEMENT	5.30	1,060.00
	REVISION TO CERTIFICATE OF SERVICE OF ORDER AND NOTICE OF SALE; REVIEW OF APPRAISALS OF VALUE, ATTENTION TO NOTICE OF APPRAISEMENT AND AFFIDAVIT; CORRESPONDENCE WITH RECEIVER RE: SAME; CONFERENCE WITH ATTY TERLECKY RE: STRATEGIZING FOR POSSIBLE AUCTION AND CLOSING; ATTENTION TO MANAGEMENT AGREEMENT; REVIEW RESEARCH ON REJECTION OF LEASES BY RECEIVER	2.20	440.00
12/13/2012	TELEPHONE CONFERENCE WITH B. FRAZIER RE: UPDATE ON POSSIBLE BIDS AND WAUSAU MEETING; CORRESPONDENCE WITH ATTY LEW RE: WAUSAU MEETING; CORRESPONDENCE WITH ATTY CASTOR RE: CLOSING PREPARATION	1.00	200.00
12/14/2012	DRAFTING AND REVISION TO MANAGEMENT AGREEMENT WITH WAUSAU; CORRESPONDENCE WITH RECEIVER RE: UPDATE ON BID STATUS; FINAL WORK ON NOTICE OF APPRAISEMENT, REVIEW OF APPRAISALS; CONTINUED WORK ON LEGAL OPINION LETTER; CONFERENCE CALL WITH RECEIVER RE: POSSIBLE ADDITIONAL BIDS	4.30	860.00
12/17/2012	REVIEWED CORRESPONDENCE FROM OBWC COUNSEL; PROVIDE PROOF OF CLAIM AND NOTE MAILING LIST; CONFERENCE CALL WITH RECEIVER AND BUYER COUNSEL RE: PREPARATION FOR CLOSING; ATTENTION TO PREPARATION FOR CLOSING; ATTENTION TO OPINION LETTER AND MANAGEMENT AGREEMENT; CORRESPONDENCE WITH RECEIVER RE: CLOSING AND MANAGEMENT AGREEMENT FOR CLOSING CHECKLIST	4.30	860.00
12/18/2012	CONTINUED ATTENTION TO CLOSING; BRIEF REVIEW OF MICHIGAN UCC REPORT AND PROVIDE TO COUNSEL; CONFERENCES WITH ATTY TERLECKY; REVISION AND DRAFTING TO REPORT, ORDER, AND MANAGEMENT AGREEMENT; CORRESPONDENCE WITH BANK COUNSEL AND BUYER COUNSEL RE: PREPARATION FOR CLOSING	5.90	1,180.00
12/19/2012	CONTINUED ATTENTION TO CLOSING; REVIEW, REVISION AND FURTHER DRAFTING ON MANAGEMENT AND ESCROW AGREEMENT; COORDINATION WITH MICHIGAN COUNSEL RE: DEED REQUIREMENTS; REVIEW OF TITLE POLICY; CORRESPONDENCE WITH HNB COUNSEL RE: NECESSITY OF RELEASES; CORRESPONDENCE WITH BUYER'S COUNSEL RE: SAME	4.50	900.00

ACCOUNT NO: 15036-000M
STATEMENT NO: 2

Attorney for Receiver

		HOURS	
12/20/2012	PREPARATION FOR AND ATTENDANCE AT HEARING; ATTENTION TO CLOSING, MEETING WITH CLIENT AND EXECUTION OF DOCUMENTS	7.50	1,500.00
12/21/2012	CONTINUED ATTENTION TO CLOSING INCLUDING REVIEW AND REVISION OF MANAGEMENT AGREEMENT, ESCROW AGREEMENT, DRAFTING BILL OF SALE FOR INVENTORY; PHONE CALL WITH CLIENT RE: DELIVERY OF DOCUMENTS FOR CLOSING; MULTIPLE PHONE CALLS WITH BUYER'S COUNSEL	5.00	1,000.00
12/26/2012	UPDATE TO BANK COUNSEL RE; CLOSING; REVIEW CORRESPONDENCE FROM CLIENT RE: TAX CLEARANCE LETTER	0.20	40.00
12/28/2012	ATTENTION TO SERVICE OF FINAL ORDER OF SALE; COORDINATION WITH ATTORNEY TERLECKY; ATTENTION TO TAX CLEARANCE LETTER TO MICHIGAN	0.50	100.00
	Aaron C. Firstenberger	46.80	9,360.00
11/26/2012	DRAFTED COLLECTIONS COMPLAINT; EMAIL TO MYRON TERLECKY REGARDING SAME; MADE REVISIONS TO SAME	3.20	640.00
11/29/2012	REVISED COMPLAINT FOR MONEY DAMAGES; PREPARED REQUIRED DOCUMENTS FOR FILING IN FEDERAL COURT; RESEARCH REGARDING SAME; CONFERENCE WITH AARON FIRSTENBERGER REGARDING SAME	0.70	140.00
12/12/2012	COMPLETED RESEARCH RE: FEDERAL AUTHORITY TO REJECT EXECUTORY CONTRACT; DRAFTED MEMO TO ATTY FIRSTENBERGER REGARDING SAME	1.20	240.00
	NICK W. REEVES	5.10	1,020.00
	FOR CURRENT SERVICES RENDERED	68.70	14,580.00
	TOTAL CURRENT WORK		14,580.00
12/26/2012	PAYMENT THANK YOU.		-29,257.50
	BALANCE DUE		<u>\$14,580.00</u>

TRUST ACCOUNT SUMMARY AS OF 12/31/2012 \$150.51

PLEASE INCLUDE YOUR ACCOUNT NUMBER ON YOUR CHECK

WE ACCEPT VISA/MASTERCARD/DISCOVER PAYMENTS
PAYMENT METHOD ☐ CHECK ☐ VISA ☐ MASTERCARD ☐ DISCOVER
ACCT NUMBER _____ EXP DATE _____ CVV CODE _____
SIGNATURE _____ AMOUNT \$ _____

STRIP, HOPPERS, LEITHART, McGRATH & TERLECKY
A LEGAL PROFESSIONAL ASSOCIATION
575 SOUTH THIRD STREET
COLUMBUS, OH 43215-5759
(614) 228-6345

Taylor Building Products, Inc.
c/o Bill Frazier, Receiver
Raintree Capital Partners
17892 Clifton Park Ln.
Cleveland OH 44107

ACCOUNT NO:
STATEMENT NO:

Page: 1
01/31/2013
15036-000M
3

Attorney for Receiver

		HOURS	\$14,580.00
	PREVIOUS BALANCE		
01/03/2013	TELEPHONE CONFERENCE WITH AND CORRESPONDENCE TO ATTORNEY DEMARCO RE: SALE ISSUES; CORRESPONDENCE WITH MR. FRAZIER RE: SAME	0.50	125.00
01/04/2013	TELEPHONE CONFERENCE WITH ATTORNEY KOSTELNICK RE: CLAIM	0.20	50.00
	CORRESPONDENCE WITH RECEIVER RE: TAX CLAIMS	0.20	50.00
	CORRESPONDENCE WITH ATTORNEY GRIFFITH AND ATTORNEY BANAL RE: INSURANCE PROCEEDS CLAIM	0.30	75.00
01/07/2013	CORRESPONDENCE WITH ATTORNEY GRIFFITH RE: THURSON INSURANCE	0.20	50.00
01/09/2013	REVIEWED AND REVISED MOTION TO REJECT LEASE	0.25	62.50
01/22/2013	CONFERENCE WITH ATTORNEY FIRSTENBERGER RE: RELEASE OF ESCROW AND REVIEW OF PENDING MATTERS TO CLOSE RECEIVERSHIP	0.20	50.00
01/23/2013	CORRESPONDENCE WITH MR. FRAZIER RE: HOLD BACK FOR ESCROW (.2)		
	CORRESPONDENCE WITH ATTORNEY DEMARCO RE: BREAKING ESCROW (.1)		
	CORRESPONDENCE WITH ATTORNEY BANAL RE: THORNTON & RISHON CLAIM (.2)	0.50	125.00
01/25/2013	REVISED RECEIVER'S REPORT	0.30	75.00
	RECEIPT AND REVIEW OF CORRESPONDENCE FROM ATTORNEY FOR SHAREHOLDER	0.20	50.00
01/28/2013	REVIEW OF ASSET PURCHASE AGREEMENT EXHIBITS AND CORRESPONDENCE WITH RECEIVER RE: AVAYA LEASED EQUIPMENT ISSUES	0.25	62.50
	Myron N. Terlecky	3.10	775.00

ACCOUNT NO: 15036-000M
STATEMENT NO: 3

Attorney for Receiver

		HOURS	
01/02/2013	REVIEWED AND RESPONDED TO ATTY LEW RE; CLOSING DOCUMENTS; CORRESPONDENCE AND FOLLOW UP WITH B. FRAZIER AND TITLE COMPANY RE: CLOSING DOCUMENTS AND STATUS; REVIEWING BUYER SIGNED CLOSING DOCUMENTS; CONFERENCE WITH ATTY TERLECKY RE: CONFIRMATION OF CLOSING COMPLETE	0.70	140.00
01/03/2013	CORRESPONDENCE WITH ATTY LEW RE: INVENTORY PAYMENT; CORRESPONDENCE WITH BANK COUNSEL RE: CLOSING	0.20	40.00
01/04/2013	DRAFTING MOTION TO AUTHORIZE CANCELLATION OF LEASE	1.50	300.00
01/07/2013	CORRESPONDENCE WITH TITLE COMPANY AND BUYER COUNSEL RE: ERROR IN DISBURSEMENT SHEET; REVIEW OF SAME, PROPERTY TAX PRORATIONS, SETTLEMENT STATEMENTS; DRAFTING ORDER AUTHORIZING LEASE REJECTION	1.00	200.00
01/09/2013	REVIEWED MOTION TO CANCEL LEASE WITH ATTY TERLECKY; DISCUSSION OF RESPONSE TO UNION'S MOTION AND FUTURE REPORTS; CORRESPONDENCE WITH RECEIVER RE: REJECTION OF LEASE; EDIT MOTION TO CANCEL LEASE; CORRESPONDENCE WITH UNION ATTORNEYS RE: HEALTH CARE CLAIMS; REVIEWING UNION MOTION FOR RESPONSE; REVIEWING OHIO STATUTES CITED BY UNION; REVIEW MICHIGAN LAW ON PAYMENT OF PRE-RECEIVERSHIP WAGES; TELEPHONE CONFERENCE WITH ATTY CASTOR RE: BANK POSITION ON PAYMENT OF WAGES THROUGH RECEIVERSHIP	2.60	520.00
01/10/2013	REVIEWED RESPONSE FROM RECEIVER RE: CANCELLING LEASE; REVIEW CORRESPONDENCE FROM RECEIVER RE: DISTRIBUTION OF SALE PROCEEDS; TELEPHONE CONFERENCE WITH ATTY TERLECKY RE: LEASE CANCELLATION AND DISTRIBUTION OF SALE PROCEEDS; REVIEW OF ORDER RELATIVE TO DISTRIBUTION; MEMO TO CLIENT RE: DISTRIBUTION OF PROCEEDS AND UNION MOTION RESPONSE; FOLLOW UP WITH RECEIVER RE: PAYMENT FOR EXPENSES	0.90	180.00
01/15/2013	CORRESPONDENCE WITH B. FRAZIER RE: MOTION TO TERMINATE LEASE	0.10	20.00
01/17/2013	REVIEWED ASSET PURCHASE FOR TAX PROVISIONS; CHECK STATUS OF TAX STATUS LETTER; CORRESPONDENCE WITH RECEIVER RE: AMOUNT TO BE HELD BACK	0.50	100.00
01/18/2013	REVIEWED INQUIRY RE: GORDON FLESCH CONTRACT	0.10	20.00
01/21/2013	BRIEF REVIEW OF CONTRACT AND ORDER; CORRESPONDENCE WITH RECEIVER RE: BREAKING ESCROW AND DISTRIBUTION OF MONEYS	0.30	60.00
01/22/2013	REVIEWED CORRESPONDENCE FROM CLIENT RE: DISTRIBUTIONS FROM ESCROW AND TAX HOLDBACK;		

ACCOUNT NO: 15036-000M
STATEMENT NO: 3

Attorney for Receiver

		HOURS	
	ATTENTION TO UNION SETTLEMENT; ATTY SNYDER RE: UNION SETTLEMENT; ANALYSIS OF REMAINING RESPONSIBILITIES OF RECEIVER AND ESTIMATE OF REMAINING COSTS; CORRESPONDENCE WITH MICHIGAN COUNSEL RE: FEES, UPDATE ON CLOSING; DRAFTING FEE APPLICATION; CORRESPONDENCE WITH CLIENT RE: RESERVE FROM CLOSING	2.00	400.00
01/23/2013	COORDINATION AND ATTENTION TO BREAKING ESCROW AND DISTRIBUTION OF FUNDS; CORRESPONDENCE WITH RECEIVER, HNB COUNSEL, TITLE COMPANY; TELEPHONE CONFERENCE WITH R. SNYDER RE: HEALTH CARE CLAIMS; ADVISE CLIENT	1.20	240.00
01/24/2013	FOLLOW UP WITH CLIENT RE: TRANSFER OF FUNDS	0.10	20.00
01/25/2013	DRAFTING SECOND REPORT AND ACCOUNTING OF RECEIVER; CORRESPONDENCE WITH RECEIVER AND VENDORS RE: STATUS OF LEASES AND ABANDONMENT OF LEASED PROPERTY	2.10	420.00
01/28/2013	CORRESPONDENCE WITH RECEIVER RE: LEASED EQUIPMENT; REVIEW LETTER FROM CANGIALOSI COUNSEL; CORRESPONDENCE WITH OPPOSING COUNSEL RE: SAME; CORRESPONDENCE WITH CIT RE: PHONE SYSTEM LEASE; CORRESPONDENCE WITH RECEIVER RE: SAME; CONFERENCE WITH ATTY TERLECKY	1.00	200.00
01/29/2013	REVIEWED BANK RESPONSE TO CANGIALOSI COUNSEL	0.10	20.00
	Aaron C. Firstenberger	14.40	2,880.00
	FOR CURRENT SERVICES RENDERED	17.50	3,655.00
	TOTAL CURRENT WORK		3,655.00
	BALANCE DUE		<u>\$18,235.00</u>

TRUST ACCOUNT SUMMARY AS OF 01/31/2013 \$150.51

PLEASE INCLUDE YOUR ACCOUNT NUMBER ON YOUR CHECK

WE ACCEPT VISA/MASTERCARD/DISCOVER PAYMENTS
PAYMENT METHOD ___CHECK ___VISA ___MASTERCARD ___DISCOVER
ACCT NUMBER_____EXP DATE_____CVV CODE_____
SIGNATURE_____AMOUNT \$_____

STRIP, HOPPERS, LEITHART, McGRATH & TERLECKY
A LEGAL PROFESSIONAL ASSOCIATION
575 SOUTH THIRD STREET
COLUMBUS, OH 43215-5759
(614) 228-6345

Taylor Building Products, Inc.
c/o Bill Frazier, Receiver
Raintree Capital Partners
17892 Clifton Park Ln.
Cleveland OH 44107

Page: 1
02/08/2013
ACCOUNT NO: 15036-001M
STATEMENT NO: 2

Expenses

	PREVIOUS BALANCE	\$2,715.87
12/01/2012	POSTAGE EXPENSE	68.86
12/01/2012	COPYING EXPENSE: SERVICE OF NOTICE RE: ASSET SALE	1,799.00
12/07/2012	INCOMING WIRE TRANSFER EXPENSE	23.00
12/12/2012	FEDERAL EXPRESS EXPENSE	31.55
12/12/2012	FEDERAL EXPRESS EXPENSE	22.42
12/21/2012	FEDERAL EXPRESS EXPENSE	27.64
12/28/2012	COPYING EXPENSE: SERVICE OF ORDER APPROVING ASSET PURCHASE AGREEMENT & AUTHORIZING SALE OF ASSETS TO WAUSAU SUPPLY	123.90
12/28/2012	POSTAGE EXPENSE	194.70
	TOTAL EXPENSES	2,291.07
	TOTAL CURRENT WORK	2,291.07
01/11/2013	PAYMENT THANK YOU.	-2,715.87
	BALANCE DUE	<u>\$2,291.07</u>

PLEASE INCLUDE YOUR ACCOUNT NUMBER ON YOUR CHECK

WE ACCEPT VISA/MASTERCARD/DISCOVER PAYMENTS
PAYMENT METHOD ☐ CHECK ☐ VISA ☐ MASTERCARD ☐ DISCOVER
ACCT NUMBER _____ EXP DATE _____ CVV CODE _____
SIGNATURE _____ AMOUNT \$ _____

EXHIBIT

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STRIP, HOPPERS, LEITHART, McGRATH & TERLECKY
A LEGAL PROFESSIONAL ASSOCIATION
575 SOUTH THIRD STREET
COLUMBUS, OH 43215-5759
(614) 228-6345

Taylor Building Products, Inc.
c/o Bill Frazier, Receiver
Raintree Capital Partners
17892 Clifton Park Ln.
Cleveland OH 44107

ACCOUNT NO:

Page: 1
02/08/2013
15036M

PREVIOUS BALANCE	FEES	EXPENSES	ADVANCES	PAYMENTS	BALANCE
15036-001 Expenses 2,715.87	0.00	2,291.07	0.00	-2,715.87	<u>\$2,291.07</u>

PLEASE INCLUDE YOUR ACCOUNT NUMBER ON YOUR CHECK

WE ACCEPT VISA/MASTERCARD/DISCOVER PAYMENTS
PAYMENT METHOD ☐ CHECK ☐ VISA ☐ MASTERCARD ☐ DISCOVER
ACCT NUMBER _____ EXP DATE _____ CVV CODE _____
SIGNATURE _____ AMOUNT \$ _____



27777 FRANKLIN ROAD, SUITE 2500, P.O. BOX 5034, SOUTHFIELD, MICHIGAN 48086-5034
PHONE 248.351.3000 • FAX 248.351.3082
www.jaffelaw.com

Strip, Hoppers, Leithart, McGrath & Terlecky Co January 30, 2013
Attn: Aaron C. Firstenberger
575 South Third Street
Columbus, OH 43215

Invoice No. 345197

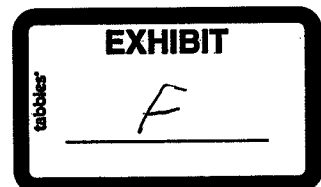
RE: FRAZIER, BILL AND RAIN TREE CAPITAL PARTNERS

FOR LEGAL SERVICES RENDERED THROUGH 12/31/12
AS ITEMIZED ON THE ATTACHED REPORT

TOTAL ATTORNEY FEES:	\$	3,442.00
TOTAL DISBURSEMENTS:	\$	87.59
		<hr/>
TOTAL AMOUNT DUE:	\$	3,529.59

FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{2B}



STRIP, HOPPERS, LEITHART, MCGRATH & TERLECKY CO. Jan 30, 2013 PAGE 2
 FILE NUMBER: STRIP-FRAZIE
 INVOICE NO.: 345197

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
10/25/12	SRT	RECEIPT AND REVIEW EMAIL AND SPECIAL COUNSEL DRAFT FROM AARON FIRSTENBERGER.	.20	77.00
11/02/12	SRT	RECEIPT AND REVIEW LETTER FROM AARON FIRSTENBERGER.	.10	38.50
11/06/12	SRT	RECEIPT AND REVIEW EMAIL FROM AARON FIRSTENBERGER RE COURT'S ORDER APPROVING JAFFE AS SPECIAL COUNSEL TO THE RECEIVER.	.10	38.50
11/06/12	SRT	RECEIPT AND REVIEW ECF NOTICE OF COURT'S ORDER GRANTING RECEIVER'S APPLICATION TO HIRE JAFFE AS SPECIAL COUNSEL IN MICHIGAN.	.10	38.50
11/06/12	SRT	RECEIPT AND CURSORY REVIEW OF MOTION.	.20	77.00
11/06/12	SRT	RECEIPT AND REVIEW COURT'S ORDER GRANTING RECEIVER'S APPLICATION TO HIRE JAFFE TO REPRESENT THE RECEIVER AS SPECIAL COUNSEL IN MICHIGAN.	.10	38.50
11/08/12	SRT	EMAIL TO AARON FIRSTENBERGER RE HEARING.	.10	38.50
11/08/12	SRT	RECEIPT AND REVIEW EMAIL FROM AARON FIRSTENBERGER RE HEARING.	.10	38.50
11/08/12	SRT	RECEIPT AND REVIEW NOTICE.	.10	38.50
11/12/12	SRT	RECEIPT AND REVIEW EMAIL FROM AARON FIRSTENBERGER RE TAX ISSUE.	.10	38.50
11/14/12	SRT	RECEIPT AND REVIEW EMAIL FROM AARON FIRSTENBERGER RE TAX QUESTION.	.10	38.50
11/15/12	SRT	RECEIPT AND REVIEW EMAIL FROM AARON FIRSTENBERGER RE TAX ISSUE.	.10	38.50
11/16/12	SRT	RECEIPT AND REVIEW EMAIL FROM ROBERT LEWIS RE CONTACT WITH AARON FIRSTENBERGER.	.10	38.50
11/18/12	SRT	EMAIL TO AARON FIRSTENBERGER RE ADMISSION STATUS AND CASE STATUS.	.10	38.50
11/19/12	SRT	RECEIPT AND REVIEW EMAIL FROM AND TO AARON FIRSTENBERGER RE ADMISSION.	.10	38.50
11/26/12	SRT	RECEIPT AND REVIEW ECF NOTICE OF HEARING RE MOTION FOR SALE OF PROPERTY.	.10	38.50

STRIP, HOPPERS, LEITHART, MCGRATH & TERLECKY CO. Jan 30, 2013		PAGE 3
FILE NUMBER: STRIP-FRAZIE		
INVOICE NO.: 345197		
11/27/12	SRT EMAIL TO AARON FIRSTENBERGER RE HEARING.	.10 38.50
11/28/12	SRT RECEIPT AND REVIEW EMAIL FROM AARON FIRSTENBERGER RE HEARING.	.10 38.50
11/30/12	SRT RECEIPT AND REVIEW ECF NOTICE OF COURT'S MINUTE ENTRY RE MOTION HEARING.	.10 38.50
11/30/12	SRT RECEIPT AND REVIEW ECF NOTICE OF COURT'S ORDER (1) AUTHORIZING THE SALE OF ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES; (2) APPROVING BIDDING PROCEDURE AND AUCTION, (3) APPROVING BREAK UP FEE AND OVERBID PROTECTION, (4) APPROVING FORM AND MANNER OF NOTICE, AND (5) SCHEDULING A SALE APPROVAL HEARING	.10 38.50
11/30/12	SRT RECEIPT AND REVIEW ECF NOTICE OF RECEIVER'S NOTICE OF ORDER RE (1) AUTHORIZING THE SALE OF ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES; (2) APPROVING BIDDING PROCEDURE AND AUCTION, (3) APPROVING BREAK UP FEE AND OVERBID PROTECTION, (4) APPROVING FORM AND MANNER OF NOTICE, AND (5) SCHEDULING A SALE APPROVAL HEARING	.10 38.50
11/30/12	SRT RECEIPT AND REVIEW ECF NOTICE OF FIRST STATUS REPORT OF RECEIVER.	.10 38.50
12/05/12	SRT RECEIPT AND REVIEW EMAIL FROM MYRON TERLECKY RE ASSET SALE.	.10 38.50
12/06/12	SRT RECEIPT AND BRIEF REVIEW OF RECEIVER SUPPLEMENT.	.20 77.00
12/12/12	SRT RECEIPT AND REVIEW ECF NOTICE OF RECEIVER'S FIRST INTERIM APPLICATION FOR ALLOWANCE OF COMPENSATION FOR THE RECEIVER AND ATTORNEYS TO THE RECEIVER FOR THE PERIOD OF OCTOBER 15, 2012 THROUGH NOVEMBER 30, 2012.	.10 38.50
12/12/12	SRT RECEIPT AND REVIEW ECF NOTICE OF RECEIVER'S CERTIFICATE OF SERVICE RE NOTICE OF ORDER AUTHORIZING THE SALE OF ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, APPROVING BIDDING PROCEDURE AND AUCTION, APPROVING BREAKUP FEE AND OVERBID PROTECTION, APPROVING FORM AND MANNER OF NOTICE, AND SCHEDULING A SALE APPROVAL HEARING.	.10 38.50
12/12/12	SRT RECEIPT AND BRIEF REVIEW OF FIRST INTERIM REPORT WITH DOCUMENTS ATTACHED.	.20 77.00

STRIP, HOPPERS, LEITHART, MCGRATH & TERLECKY CO. Jan 30, 2013		PAGE 4
FILE NUMBER: STRIP-FRAZIE		
INVOICE NO.: 345197		
12/14/12	SRT RECEIPT AND REVIEW EMAIL FROM AND TO COURT RE HEARING.	.10 38.50
12/14/12	SRT RECEIPT AND BRIEF REVIEW OF NOTICE OF APPRAISEMENT.	.20 77.00
12/14/12	SRT RECEIPT AND REVIEW EMAIL FROM AARON FIRSTENBERGER RE HEARING.	.10 38.50
12/17/12	SRT RECEIPT AND REVIEW ECF NOTICE OF HEARING RE SALE.	.10 38.50
12/17/12	SRT RECEIPT AND REVIEW COURT'S ORDER VACATING PRELIMINARY PRE-TRIAL CONFERENCE.	.10 38.50
12/18/12	SRT RECEIPT AND REVIEW EMAILS FROM AND TO AARON FIRSTENBERGER RE CLOSING.	.20 77.00
12/18/12	SRT RECEIPT AND REVIEW EMAILS FROM AARON FIRSTENBERGER AND TO MEREDITH WEINGARDEN RE CLOSING.	.10 38.50
12/18/12	SRT RECEIPT AND REVIEW MULTIPLE EMAILS FROM AND TO ERIC ENDELMAN AND AARON FIRSTENBERGER RE DOCUMENT REVIEW.	.20 77.00
12/18/12	SRT RECEIPT AND BRIEF REVIEW OF MOTION RE PAYMENT OF MEDICAL CLAIMS BY CLAIMANTS.	.10 38.50
12/18/12	SRT RECEIPT AND REVIEW REPORT OF RECEIVER RE AUCTION SCHEDULED FOR 12/18/12.	.10 38.50
12/19/12	SRT RECEIPT AND REVIEW EMAIL FROM AND TO AARON FIRSTENBERGER AND DEMRIE GRAHAM RE DEED.	.10 38.50
12/19/12	DLG CORRESPONDENCE WITH RECEIVER'S COUNSEL RE REVIEW OF DOCUMENTS; REVIEW ORDER APPOINTING RECEIVER AND PROPOSED ORDER AUTHORIZING SALE; REVIEW AND REVISE RECEIVER'S DEED; REVIEW CLOSING DOCUMENTS; PREPARE REAL ESTATE TRANSFERTAX VALUATION AFFIDAVIT; MULTIPLE CORRESPONDENCE WITH RECEIVER'S COUNSEL RE COMMENTS TO CLOSING DOCUMENTS; REVIEW TAX PRORATIONS; TELEPHONE CONFERENCE WITH TITLE COMPANY RE TAX PRORATION CALCULATIONS; TELEPHONE CONFERENCE WITH RECEIVER'S COUNSEL RE OUTSTANDING ISSUES; CORRESPONDENCE WITH RECEIVER'S COUNSEL RE EXPENSE ALLOCATIONS.	4.80 1440.00
12/20/12	SRT RECEIPT AND REVIEW ECF NOTICE OF COURT'S ORDER APPROVING ASSET PURCHASE AGREEMENT AND AUTHORIZING THE SALE OF ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES TO WAUSAU SUPPLY OR ITS ASSIGNS.	.10 38.50

STRIP, HOPPERS, LEITHART, MCGRATH & TERLECKY CO. Jan 30, 2013 PAGE 5
 FILE NUMBER: STRIP-FRAZIE
 INVOICE NO.: 345197

12/20/12 SRT RECEIPT AND REVIEW ECF NOTICE OF MINUTE ENTRY RE SALE HEARING.	.10	38.50
12/20/12 SRT RECEIPT AND BRIEF REVIEW COURT'S ORDER GRANTING FIRST INTERIM APPLICATION FOR ALLOWANCE OF COMPENSATION FOR THE RECEIVER AND ATTORNEYS TO THE RECEIVER FOR THE PERIOD OF 10/15/12 THROUGH 11/30/12.	.10	38.50
12/20/12 SRT RECEIPT AND BRIEF REVIEW OF COURT'S ORDER RE APPROVING ASSET PURCHASE AGREEMENT AND AUTHORIZING THE SALE OF ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES TO WAUSAU SUPPLY CO. OR ITS ASSIGNS.	.10	38.50
12/27/12 SRT RECEIPT AND REVIEW ECF NOTICE OF HEARING RE MOTION FOR SALE OF PROPERTY.	.10	38.50
12/27/12 SRT RECEIPT AND REVIEW ECF NOTICE OF COURT'S MINUTE ENTRY FOR PROCEEDINGS HELD BY MOTION FOR ORDER TO AUTHORIZE THE SALE OF ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, APPROVING BIDDING PROCEDURE AND AUCTION, APPROVING BREAK UP FEE AND OVERBID PROTECTION AND APPROVING FORM AND MANNER.	.10	38.50
12/28/12 SRT RECEIPT AND BRIEF REVIEW OF CERTIFICATE OF SERVICE OR ORDER APPROVING ASSET PURCHASE AGREEMENT, AUTHORIZING SALE OF ASSETS REE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES TO WAUSAU SUPPLY CO. OR ITS ASSIGNS.	.10	38.50

***** DISBURSEMENTS *****

10/24/12 FILING FEES - - VENDOR: PHYLLIS NELSON	46.00
10/25/12 COPY EXPENSE # 1	51.75
10/25/12 POSTAGE EXPENSE	0.45
10/25/12 COPY EXPENSE # 2	0.30
10/25/12 FEDERAL EXPRESS AIRBILL: 793934476100	19.15
10/25/12 FEDERAL EXPRESS AIRBILL: 793934549574	15.49
11/06/12 COPY EXPENSE # 2	0.45
11/09/12 ADVANCE FOR FILING FEE	(46.00)

-----TIME AND FEE SUMMARY-----

-----TIMEKEEPER-----	RATE	HOURS	FEES
SCOTT R. TORPEY	385.00	5.20	2002.00
DEMRIE L GRAHAM	300.00	4.80	1440.00
TOTALS		10.00	3442.00

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION

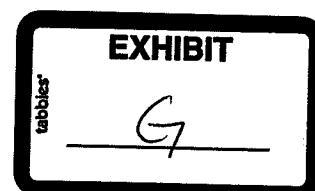
THE HUNTINGTON NATIONAL BANK,	:	Case No.: 2:12 CV 937
Plaintiff	:	
	:	
vs.	:	Judge Watson
	:	
TAYLOR BUILDING PRODUCTS, INC.,	:	
Defendant	:	

**ORDER GRANTING SECOND INTERIM APPLICATION FOR ALLOWANCE OF
COMPENSATION FOR THE RECEIVER AND ATTORNEYS TO THE RECEIVER
FOR THE PERIOD OF DECEMBER 1, 2012, THROUGH JANUARY 31, 2012**

This matter comes before the Court on the *Second Interim Application for Allowance of Compensation for the Receiver and Attorneys to the Receiver for the Period of December 1, 2012, through January 31, 2013* (the “Application”), filed on December 11, 2012, by Bill Frazier of Raintree Capital Partners, LLC, the Court-appointed Receiver (herein “Receiver”) for certain assets of Taylor Building Products, Inc. Through the Application, the Receiver applies for approval of compensation earned and for reimbursement of expenses to the Receiver and attorneys for the Receiver, including special counsel Jaffe Raitt Heuer Weiss, P.C. (collectively “Applicants”) for the period of December 1, 2012, through January 31, 2013 (the “Application Period”).

According to the Application and the attached documentation showing the efforts made in this case, the fees earned by the Receiver for the Application Period total \$47,340.08. The Receiver further seeks reimbursement of expenses in the Application Period, including mileage, totaling \$1,433.46.

Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA (the “Firm”), attorneys for the Receiver, also seek compensation for fees in the Application Period in the amount of \$18,235.00.



The Firm further seeks reimbursement of expenses in the Application Period, including postage and advances for certain expenses related to the matter, in the total amount of \$2,291.07. Finally, special counsel Jaffe Raitt Heuer Weiss, P.C. (herein "Special Counsel") seeks \$3,442.00 of fees, and \$87.59 of expenses.

Pursuant to the *Order Appointing Receiver* in this case, the Application was served on those parties appearing in this case or requesting notice of pleadings in this case. A suitable time period for objections to be filed has passed and no objection to the Application has been filed.

Based on the matters contained in the Application, proper service of the Application having been completed, and no objection to the Application having been filed, the Court finds the Application to be well-taken and it is approved. The Court finds that the services provided by the Receiver, the Firm, and Special Counsel were necessary and proper in the administration of this case. Since being appointed, the Applicants have expended time and resources during the course of this receivership case to further the interests of the receivership estate and the creditors of Taylor Building Products, Inc. All services rendered for which Applicants request compensation were performed or incurred for or on behalf of the receivership estate. The services described in this application were actual, necessary services and the compensation requested for those services is reasonable.

It is therefore ORDERED and DECREED that the Application shall be, and it hereby is, granted, and that the Receiver shall be, and he hereby is, entitled to fees in the amount of \$47,340.08 and reimbursement of expenses in the amount of \$1,433.46;

It is FURTHER ORDERED and DECREED that the Firm shall be, and it hereby is, entitled to fees in the amount of \$18,235.00 and reimbursement of expenses in the amount of \$2,291.07;

It is FURTHER ORDERED and DECREED that Special Counsel shall be, and it hereby is, entitled to fees in the amount of \$3,442.00 and reimbursement of expenses in the amount of \$87.59.

It is FURTHER ORDERED and DECREED that the Receiver is authorized to make the approved payments at such time as the Receiver deems appropriate out of funds of the Receivership estate.

IT IS SO ORDERED.

DATE: _____

UNITED STATES DISTRICT COURT
JUDGE MICHAEL H. WATSON

SUBMITTED BY:

/s/ Myron N. Terlecky
Myron N. Terlecky (0018628)
Aaron C. Firstenberger (0072261)
Strip, Hoppers, Leithart, McGrath & Terlecky Co., L.P.A.
575 South Third Street
Columbus, Ohio 43215-5759
Telephone: (614) 228-6345
Facsimile: (614) 228-6369
Attorneys for Receiver

Copies to:

Via eFiling:

- Robert Castor, Esq.
- Kristin Watson, Esq
- Brian Gianangeli, Esq.

Via Regular Mail:

- Arthur M. Neiss, Beattie Padovano, LLC, 50 Chestnut Ridge Road, #208, PO Box 244, Montvale NJ 07645.